

EXHIBIT C

Declaration of Michael T. Jean

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

NATIONAL RIFLE ASSOCIATION OF
AMERICA and SEA GIRT LLC¹

Debtors.

)
) Chapter 11
)
) Case No. 21-30085 (HDH)
)
)
) Jointly Administered
)

**DECLARATION OF MICHAEL T. JEAN IN SUPPORT
OF DEBTORS' APPLICATION FOR ENTRY OF AN ORDER PURSUANT TO
SECTION 327(e) OF THE BANKRUPTCY CODE AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS
INTERNATIONAL LLP AS SPECIAL LITIGATION COUNSEL FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF JANUARY 15, 2021**

I, Michael T. Jean, Director of the Office of Litigation Counsel, of the National Rifle Association of America, Inc., Institute for Legislative Action being duly sworn, state the following under penalty of perjury:

1. I am the Director of the Office of Litigation Counsel of the National Rifle Association of America, Inc., Institute for Legislative Action located at 11250 Waples Mill Rd, Fairfax, VA 22030.

2. I submit this declaration (this "Declaration") in support of the *Debtors' Application for Entry of an Order Pursuant to Section 327(e) Authorizing the Retention and Employment of Kirkland & Ellis LLP as Special Litigation Counsel for the Debtors and Debtors in Possession*

¹ The last four digits of the Debtors' taxpayer identification numbers are: 6130 (NRA) and 5681 (Sea Girt). The Debtors' mailing address is 11250 Waples Mill Road, Fairfax, Virginia 22030.

Effective as of January 15, 2021 (the “Application”).² Except as otherwise noted, I have personal knowledge of the matters set forth herein.

The Debtors’ Selection of Counsel

3. The Debtors first retained Kirkland in October 2016. The Debtors’ attorney-client relationship with the principal partners responsible for this work, however, stretches back several years. Based on the strength of his reputation as a Supreme Court expert and his specific expertise with Second Amendment matters, the Debtors retained Kirkland partner Paul D. Clement to argue before the Supreme Court on their behalf in 2010. Since then, Clement and other members of his team have continued to represent the Debtors in numerous matters in the Supreme Court and the U.S. Courts of Appeals. When Clement and his team joined Kirkland in 2016, the Debtors continued that longstanding relationship by retaining Kirkland to serve as its national Supreme Court and appellate counsel and to provide strategic litigation advice

4. Kirkland is familiar with the Debtors’ business operations and I believe that Kirkland is both well qualified and uniquely able to represent the Debtors as special litigation counsel.

Rate Structure

5. In my capacity as Director of the Office of Litigation Counsel, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. Kirkland has informed the Debtors that its rates for its representations are comparable to the rates Kirkland charges in other similar representations. As discussed below, I am also responsible for reviewing the statements regularly submitted by Kirkland, and can confirm that the rates Kirkland charged

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

the Debtors in the prepetition period are the same as the rates Kirkland will charge the Debtors in the postpetition period.

Cost Supervision

6. The Debtors have approved prospective budget and staffing plans for all work to be performed by Kirkland, recognizing that in the course of litigation, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Kirkland. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations. The Debtors will continue to review the statements that Kirkland regularly submits, and, together with Kirkland, amend the budget and staffing plans periodically, as the case develops.

7. As they did prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses reimbursement process. These budgets will provide guidance on the periods of time involved the level of the attorneys and professionals that will work on various matters, and projections of average hourly rates for the attorneys and professionals for various matters.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: February 17, 2021

Respectfully submitted,

/s/ Michael T. Jean

Name: Michael T. Jean
Director of the Office of Litigation Counsel,
NRA-ILA